

1201 HAYS STREET
TALLAHASSEE, FL 32304
904-222-9171
904-222-0993 FAX

800-342-8086



networks

PREMIER
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 800171 123465A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 13, 1996

ORDER TIME : 12:07 PM

ORDER NO. : 800171

CUSTOMER NO: 123465A

CUSTOMER: Ms. Veronica Mor
WORRY-FREE, CORP.

8375 S.W. 87th Court

Miami, FL 33173

EFFECTIVE DATE
MAR 12 1996

7000001742077
-03/13/96--01069--008
****122.50 ****122.50

DOMESTIC FILING

NAME: CO CO NUTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

FILED
96 MAR 13 AM 10:27 96 MAR 13 PM 1:05
RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

T. BROWN MAR 14 1996

EFFECTIVE DATE
MAR 12 1996

FILED
96 MAR 13 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CO CO NUTS, INC.

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be:

CO CO NUTS, INC.

ARTICLE II

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 7,500 shares of common stock having a par value of \$1.00 par share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as is

determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

ARTICLE IV

TERM OF EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law. The Corporation shall commence its existence as of March 12, 1996 the date of subscription and acknowledgement of these Articles, pursuant to Section 607.167 (1), Florida Statutes.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

10060 Southwest 145th Terrace
Miami, Florida 33176

The name of the initial registered agent of this Corporation at that address shall be:

SANDY MENDIZABAL

ARTICLE VI

ADDRESS OF PRINCIPAL BUSINESS OFFICE

The initial street address of the principal business office of the Corporation in the State of Florida shall be:

15495 Southwest 42nd Terrace
Miami, Florida 33185

The Board of Directors may from time to time move the principal business office to any other address in Florida and may establish branch and other offices within or without the State of Florida.

ARTICLE VII

BOARD OF DIRECTORS

The Corporation shall be managed by a Board of Directors, which shall have two (2) directors initially. The number of directors may be increased or decreased by the stockholders from time to time as provided in the By-Laws of the Corporation.

ARTICLE VIII

DIRECTORS - NAME AND STREET ADDRESSES

The names and addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
SANDY MENDIZABAL	10060 S.W. 145th Terrace Miami, Florida 33176
MARGARET DONES	15495 S.W. 42nd Terrace Miami, Florida 33185

ARTICLE IX

INCORPORATOR

The names and street address of the persons signing these Articles of Incorporation is as follows:

SANDY MENDIZABAL and MARGARET DONES
15495 Southwest 42nd Terrace
Miami, Florida 33185

ARTICLE X

SPECIAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the

Corporation and creating, dividing, limiting and regulating the power of the Corporation, its stockholders and directors, are hereby adopted as a part of these Articles of Incorporation.

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issued of new certificates therefor.

3. In addition to other powers granted by these Articles of Incorporation and by law, the Corporation shall have power to adopt By-Laws not inconsistent with law or these Articles of Incorporation, and to change, amend and repeal the same, for the exercise of its corporate powers, the management, regulation and government of its affairs and property, the transfer of its records of its stock or other securities, and the calling and holding of meetings of its stockholders. In no event, however, shall the By-Laws which may the powers or rights of the Corporation provided by law and by these Articles of Incorporation.

4. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the Corporation as directors, officers or otherwise.

5. The Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

6. Shareholders shall not have a preemptive right to purchase or subscribe for any stock of any class that the Corporation may issue or sell (or any corporate obligations convertible into any such stock), whether such issuance is in consideration for services rendered, cash or other property.

IN WITNESS WHEREOF, the undersigned has made and subscribe these Articles of Incorporation at Miami, Florida, for uses and purposes aforesaid, this 12 day of March, 1996.

Sandy Mendizabal
SANDY MENDIZABAL

Margaret Dones
MARGARET DONES

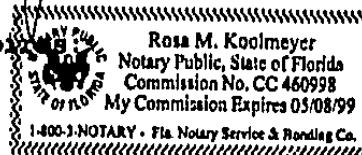
STATE OF FLORIDA)
: ss
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared SANDY MENDIZABAL, who is well known to be the person described who freely and voluntarily acknowledged before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Florida, this 12, day of March, 1996.

Rosa M. Koolmeyer
NOTARY PUBLIC

My Commission Expires

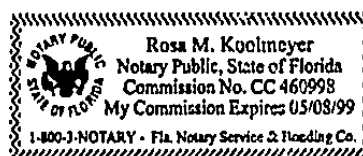


BEFORE ME, the undersigned authority, personally appeared MARGARET DONES, who is well known to be the person described who freely and voluntarily acknowledged before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Florida, this 12, day of March, 1996.

Rosa M. Koolmeyer
NOTARY PUBLIC

My Commission Expires



FILED
96 MAR 13 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DESIGNATION AND ACCEPTANCE

OF

REGISTERED AGENT

SANDY MENDIZABAL

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, CO CO NUTS, INC., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 15495 Southwest 42nd Terrace, Miami, Florida 33185, has named SANDY MENDIZABAL, located thereat, as its registered agent to accept service of process within this State.


SANDY MENDIZABAL

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designed herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.


SANDY MENDIZABAL